

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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SCHEDULING ORDER ESTABLISHING PROCEDURES RELATED TO
HEARING ON CONFIRMATION OF PLAN OF REORGANIZATION

("CONFIRMATION HEARING SCHEDULING ORDER")

In furtherance of the Order Approving (I) Disclosure Statement, (II) Record Date, Voting Deadline, And Procedures For Temporary Allowance Of Certain Claims, (III) Hearing Date To Consider Confirmation Of Plan, (IV) Procedures For Filing Objections To Plan, (V) Solicitation Procedures For Voting On Plan, (VI) Cure Claim Procedures, (VII) Procedures For Resolving Disputes Relating To Postpetition Interest, And (VIII) Reclamation Claim Procedures, dated December 10, 2007 (Docket No. 11389) (the "Solicitation Procedures Order"), and upon the request of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above captioned cases (collectively, the "Debtors") for entry of an order setting procedures for the hearing on confirmation of the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession (Docket No. 11386) (the "Plan"), it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. This order supplements the Solicitation Procedures Order, which shall remain in full force and effect.

2. The Debtors shall serve on all parties who timely file an objection to confirmation of the Plan (the "Objecting Parties") the declarations of any third-party witnesses with respect to testimony that the Debtors may offer under Rule 702 of the Federal Rules of Evidence at the hearing on confirmation of the Plan (the "Confirmation Hearing") on or before 5 p.m. (prevailing Eastern time) on January 9, 2008, or in the case of any Objecting Parties who timely file objections after that time, as soon as reasonably practicable thereafter (and upon entry into an appropriate protective order, if applicable). Such declarations may be supplemented based on subsequent objections, if any, or if the Debtors determine to seek confirmation of the Plan pursuant to section 1129(b) of the Bankruptcy Code with respect to any class other than class 1I, provided that in the event of any such supplemental declarations, such witness shall be made available for a supplemental deposition limited to the substance of the supplemental declaration if the witness has already been deposed prior to the supplemental declaration. The Debtors shall make any such witness available for one deposition at the offices of Skadden, Arps, Slate, Meagher & Flom LLP in New York City at a time agreed by the parties, which deposition shall not exceed 7 hours in length.

3. The Debtors shall serve on all Objecting Parties the declarations of any party witnesses, and of any third-party witnesses not offering testimony pursuant to Rule 702 of the Federal Rules of Evidence, that the Debtors will seek to introduce at the Confirmation Hearing (upon entry into an appropriate protective order, if applicable) on or before 12:00 noon (prevailing Eastern time) on January 13, 2008. The Debtors shall make any such witness available for one deposition at the offices of Skadden, Arps, Slate, Meagher & Flom LLP in New York City at a time agreed by the parties, and which shall not exceed 7 hours in length.

4. Notwithstanding paragraphs 2 or 3 above, the Debtors shall serve on all Objecting Parties the declarations of any Voting Agent witness that the Debtors will seek to introduce at the Confirmation Hearing (upon entry into an appropriate protective order, if applicable) on or before 4 p.m. (prevailing Eastern time) on January 16, 2008. The Debtors shall make any such Voting Agent witness available for one deposition at the offices of Skadden, Arps, Slate, Meagher & Flom LLP in New York City, at a time agreed by the parties.

5. Notwithstanding any other provision of this Order, the deposition of the Debtors' witnesses currently anticipated to testify at the Confirmation Hearing shall proceed at the times indicated on Schedule A to this Order unless otherwise agreed by the parties, and the Debtors shall serve the declaration of the witnesses identified on Schedule A to this Order by earlier of (a) the deadline pursuant to Paragraph 2 or 3 above, and (b) no later than 24 hours prior to the deposition of such witness. The Debtors may provide declarations of additional witnesses in response to objections, if any, received by the Debtors after the date of this Order, and shall serve on all Objecting Parties the declarations of any such additional witnesses (upon entry into an appropriate protective order, if applicable) on or before noon (prevailing Eastern time) on January 13, 2008, and shall make any such witness available for deposition at such time as is agreed by the parties.

6. As soon as reasonably practicable following the Objection Deadline of 4:00 p.m. (prevailing Eastern time) on January 11, 2008 (and entry into an appropriate protective order, if applicable), the Debtors shall provide a copy of all documentary discovery that the Debtors previously provided to any Objecting Party to all other Objecting Parties.

7. All Objecting Parties shall serve on the Debtors the declarations of any fact witness, and the report or declaration of any expert witness, that they may seek to introduce at the Confirmation Hearing on or before 12:00 noon (prevailing Eastern time) on January 13, 2008. Any Objecting Party providing such a declaration shall make any such witness available for one deposition at the offices of Skadden, Arps, Slate, Meagher & Flom LLP in New York City, which deposition shall not exceed 7 hours in length and which shall take place at 2 p.m. on January 15, 2008, or, upon the Debtors' election, on January 16, 2008, at a time agreed by the parties.

8. At the Confirmation Hearing any party may offer the qualification testimony of any expert witness through examination, provided that such testimony is consistent with the declaration or expert report of such witness provided pursuant to this Order.

9. The Debtors shall serve on all Objecting Parties a list of exhibits that they may seek to introduce at the Confirmation Hearing on or before 12:00 noon (prevailing eastern time) on January 13, 2008.

10. All Objecting Parties shall serve on the Debtors a list of all exhibits that they will seek to introduce at the Confirmation Hearing on or before 12:00 noon (prevailing Eastern time) on January 14, 2008.

11. The Debtors and all Objecting Parties shall exchange objections to proposed exhibits and to declaration testimony on or before 9 a.m. (prevailing Eastern time) on January 15, 2008.

12. Documents and other materials to be used for impeachment purposes on cross-examination, or in connection with rebuttal presentations, if any, need not be so exchanged.¹

13. The Debtors and all Objecting Parties shall conduct a meet and confer conference at 4 p.m. (prevailing Eastern time) on Tuesday, January 15, 2008, at the offices of Skadden, Arps, Slate, Meagher & Flom LLP in New York City, to discuss the resolution of objections to the admissibility of evidence, and any other matter necessary for the orderly preparation and presentation of the case at the Confirmation Hearing.

14. The Debtors shall provide any discovery or other materials to be served on the Plan Objectors pursuant to this order to the official committee of unsecured creditors, the official committee of equity security holders, the plan investors, General Motors Corporation, Wilmington Trust Company, and Law Debenture Trust Company of New York, and such parties shall be entitled to participate in the meet and confer conferences, depositions, and other activities pursuant to this order. As agreed with the Debtors, Wilmington Trust Company and Law Debenture Trust Company of New York, as indenture trustees, may take discovery of the Debtors prior to filing an objection to confirmation of the Plan, if any.

Dated: New York, New York
January 9, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

¹ Notwithstanding the foregoing, documents any party intends to introduce as affirmative evidence at the hearing shall be identified and provided in accordance with the schedule otherwise set forth in this Order.

SCHEDULE A

Witness

Keith Stipp (Delphi)

Colin Wittmer (PwC)

Dean Unrue (Delphi)

Craig Naylor (Delphi)

Nick Bubnovich (Watson Wyatt)

Randall Eisenberg (FTI)

Steve Miller (Delphi)

David Resnick (Rothschild)

John Sheehan (Delphi)

Jane Sullivan (Voting Agent)

Evan Gershbein (Voting Agent)

Deposition Time

January 12, 9 a.m.

January 12, 2 p.m.

January 12, 2 p.m.

January 13, 10 a.m.

January 13, 2 p.m.

January 13, 2 p.m.

January 14, 2 p.m.

January 14, 9 a.m.

January 15, 9 a.m.

January 16, 5 p.m.

January 16, 6 p.m.